



CORPORATION SERVICE COMPANY*

April 18, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 – Fax
Barbara.Saddler@stb.dot.gov

RECORDATION NO 23720-M FILED

APR 20 05

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SURFACE TRANSPORTATION BOARD



RE: 143323-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 7, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas New York, NY 10036

Lessee: **BUNGE NORTH AMERICA, INC.**
11720 Borman Drive St. Louis, MO 63146-1000

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **BUNGE NORTH AMERICA, INC.** covering 36 covered hopper cars with reporting marks and numbers –CEFX 11976 – CEFX 12012 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23720 dated 10/24/2001 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17th day of February, 2005 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and BUNGE NORTH AMERICA, INC. (formerly known as Bunge Corporation), a New York corporation, with an address at 11720 Borman Drive, St. Louis, MO 63146-1000 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 26, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 24, 2001 and given Recordation Number 23720.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

RECORDATION NO. 23720-M FILED

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BUNGE NORTH AMERICA, INC.
(formerly known as Bunge Corporation)

By: Darrell D. Wollen
Name: Darrell D. Wollen
Title: President

SCHEDULE A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>																																																																																																												
36	5,150 c.f. covered hopper cars with gravity gates and trough hatches	<table><tr><td>1</td><td>CEFX</td><td>11976</td></tr><tr><td>2</td><td>CEFX</td><td>11977</td></tr><tr><td>3</td><td>CEFX</td><td>11978</td></tr><tr><td>4</td><td>CEFX</td><td>11979</td></tr><tr><td>5</td><td>CEFX</td><td>11980</td></tr><tr><td>6</td><td>CEFX</td><td>11981</td></tr><tr><td>7</td><td>CEFX</td><td>11982</td></tr><tr><td>8</td><td>CEFX</td><td>11983</td></tr><tr><td>9</td><td>CEFX</td><td>11984</td></tr><tr><td>10</td><td>CEFX</td><td>11985</td></tr><tr><td>11</td><td>CEFX</td><td>11986</td></tr><tr><td>12</td><td>CEFX</td><td>11987</td></tr><tr><td>13</td><td>CEFX</td><td>11988</td></tr><tr><td>14</td><td>CEFX</td><td>11989</td></tr><tr><td>15</td><td>CEFX</td><td>11990</td></tr><tr><td>16</td><td>CEFX</td><td>11991</td></tr><tr><td>17</td><td>CEFX</td><td>11992</td></tr><tr><td>18</td><td>CEFX</td><td>11993</td></tr><tr><td>19</td><td>CEFX</td><td>11995</td></tr><tr><td>20</td><td>CEFX</td><td>11996</td></tr><tr><td>21</td><td>CEFX</td><td>11997</td></tr><tr><td>22</td><td>CEFX</td><td>11998</td></tr><tr><td>23</td><td>CEFX</td><td>11999</td></tr><tr><td>24</td><td>CEFX</td><td>12000</td></tr><tr><td>25</td><td>CEFX</td><td>12001</td></tr><tr><td>26</td><td>CEFX</td><td>12002</td></tr><tr><td>27</td><td>CEFX</td><td>12003</td></tr><tr><td>28</td><td>CEFX</td><td>12004</td></tr><tr><td>29</td><td>CEFX</td><td>12005</td></tr><tr><td>30</td><td>CEFX</td><td>12006</td></tr><tr><td>31</td><td>CEFX</td><td>12007</td></tr><tr><td>32</td><td>CEFX</td><td>12008</td></tr><tr><td>33</td><td>CEFX</td><td>12009</td></tr><tr><td>34</td><td>CEFX</td><td>12010</td></tr><tr><td>35</td><td>CEFX</td><td>12011</td></tr><tr><td>36</td><td>CEFX</td><td>12012</td></tr></table>	1	CEFX	11976	2	CEFX	11977	3	CEFX	11978	4	CEFX	11979	5	CEFX	11980	6	CEFX	11981	7	CEFX	11982	8	CEFX	11983	9	CEFX	11984	10	CEFX	11985	11	CEFX	11986	12	CEFX	11987	13	CEFX	11988	14	CEFX	11989	15	CEFX	11990	16	CEFX	11991	17	CEFX	11992	18	CEFX	11993	19	CEFX	11995	20	CEFX	11996	21	CEFX	11997	22	CEFX	11998	23	CEFX	11999	24	CEFX	12000	25	CEFX	12001	26	CEFX	12002	27	CEFX	12003	28	CEFX	12004	29	CEFX	12005	30	CEFX	12006	31	CEFX	12007	32	CEFX	12008	33	CEFX	12009	34	CEFX	12010	35	CEFX	12011	36	CEFX	12012
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